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PNC FINANCIAL SERVICES GROUP INC

Form 4

December 13, 2006

EODIA 4								OME	OMB APPROVAL		
FORM	N OMB	3235_0287									
Check to if no los subject Section Form 4 Form 5 obligation may co	to SIATE. 16. or Filed pu	ersuant to Sect	SECU: ion 16(a) of t lic Utility Ho	N BENEARITIES The Security of	FICI rities ompa	AL OW Exchange ny Act of	NERSHIP Of ge Act of 1934 of 1935 or Sect	Expires: January 31, 2005 Estimated average burden hours per response 0.5			
See Instruction 30(h) of the Investment Company Act of 1940 1(b).											
(Print or Type	Responses)										
1. Name and Address of Reporting Person ** CLAY ROBERT N			Issuer Name annbol C FINANCL COUP INC [F	AL SER			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Oate of Earliest 7 onth/Day/Year) /11/2006	Fransactio	n		_X Director 10% Owner Officer (give title below) Other (specify below)				
MIDWAY	f Amendment, Γ cd(Month/Day/Ye	_	nal		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(State)	(Zip)	Table I - Non-	-Derivativ	e Seci	ırities Ac	quired, Disposed	of, or Benefi	icially Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code ear) (Instr. 8)	4. Secur on(A) or D (Instr. 3,	4 and (A) or	ed of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	ownership Indirect orm: Beneficial birect (D) Ownership r Indirect (Instr. 4)		
\$5 Par Common Stock	10/24/2006		J <u>(1)</u> V	192	A	(2)	6,680	D			
\$5 Par Common Stock	12/11/2006		S	440	D	\$ 72.17	6,240	D			
\$5 Par Common Stock							3,653	I	By CNB Investments, LLC (3)		

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

Relationships

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (Instr.	nsactionof e Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Derivati Security (Instr. 5)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Unit	<u>(5)</u>	10/24/2006		J <u>(6)</u>	V	185		<u>(7)</u>	<u>(7)</u>	\$5 Par Common Stock	185	<u>(8)</u>
Phantom Stock Unit	<u>(5)</u>	10/24/2006		J <u>(9)</u>	V	109		<u>(7)</u>	<u>(7)</u>	\$5 Par Common Stock	109	(10)

Reporting Owners

Reporting Owner Name / Address		**************************************					
	Director	10% Owner	Officer	Other			
CLAY ROBERT N							
CLAY HOLDING COMPANY THREE CHIMNEYS FARM P.O. BOX 114	X						
MIDWAY, KY 40347							

Signatures

Lori A. Hasselman, Attorney-in-Fact for Robert N. Clay

**Signature of Reporting Person Date

Reporting Owners 2

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Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Dividend reinvestment shares acquired.
- (2) Dividend reinvestment shares acquired at various prices.
 - The reporting person first assumed investment control of the securities held by this LLC upon his father's death on 8/12/2002. The
- (3) reporting person disclaims ownership of these securities and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 of for any other purposes.
- (4) The reporting person first assumed investment control of the securities held by this LLC upon his father's death on 8/21/2002.
- **(5)** 1 for 1.
- (6) Phantom Stock Units received as dividend equivalents under the PNC Directors Deferred Compensation Plan.
- (7) Phantom Stock Units will be settled in cash upon distribution from the reporting person's plan account and generally do not expire.
- (8) Phantom Stock Units received as dividend equivalents under the PNC Directors Deferred Compensation Plan, at various prices.
- (9) Phantom Stock Units received as dividend equivalents under the PNC Outside Directors Deferred Stock Unit Plan.
- (10) Phantom Stock Units received as dividend equivalents under the PNC Outside Directors Deferred Stock Unit Plan, at various prices.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.